

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF ALABAMA  
Southern Division

FILED

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U.S. BANKRUPTCY COURT  
N.D. OF ALABAMA

In re:

SHOOK & FLETCHER INSULATION CO.

Debtor-in-Possession.

Case No. 02-02771-BGC-11  
Chapter 11

**MOTION TO APPROVE SUPPLEMENTAL NOTICE PROCEDURES**

Shook & Fletcher Insulation Co., debtor and debtor-in-possession in the above-captioned case (the "Debtor" or "Shook"), by counsel, files this Motion to Approve Supplemental Notice Procedures (the "Motion"), and in support thereof states:

**PRELIMINARY STATEMENT**

In February 2002, the Debtor circulated to its creditors its prepackaged Plan of Reorganization (as amended, the "Plan"), which provides mechanisms to resolve the Debtor's asbestos-related bodily injury claims.<sup>1</sup> The Debtor expended significant time and expense developing a mailing list of Asbestos Claimants and other interested parties and mailing to all interested parties copies of the Debtor's Disclosure Statement, the Plan, and other Solicitation Documents (as defined below). As a result of the Debtor's efforts, in excess of 44,000 asbestos claimants individually, or by counsel, voted on the Plan. This represents in excess of 55% to 73% of the estimated 60,000 to 80,000 individuals that have asserted asbestos-related to bodily injury claims against the Debtor.<sup>2</sup> Of those individuals that voted on the Plan, only one voted to

<sup>1</sup> All capitalized terms not defined in this Motion shall have the meaning set forth in the Amended Glossary of Terms of the Plan Documents Pursuant to the Plan of Reorganization under Chapter 11 of the Bankruptcy Code of Shook & Fletcher Insulation Co., which is being filed with the Court.

<sup>2</sup> This estimate includes the approximately 60,000 individuals that have pending asbestos-related bodily injury claims against the Debtor and another approximately 20,000 individuals who may have rights under Pre-Petition settlement agreements which the Debtor has not fully satisfied.

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reject the Plan.<sup>3</sup>

The Debtor believes that the notice provided to parties-in-interest pre-petition and the solicitation of votes with respect to the Plan were appropriate under the circumstances and were consistent with the requirements of the Bankruptcy Code and due process. Nonetheless, certain parties have questioned the adequacy of the notice to parties-in-interest and the Debtor's pre-petition procedures for soliciting votes. In order to resolve any possible question as to the adequacy of notice and solicitation, and to advise parties-in-interest of events (including settlements with insurers) which have occurred since the pre-petition solicitation commenced, the Debtor requests approval to provide supplemental notice to interested parties, by mailing and by publication, pursuant to procedures described in this Motion.

### **JURISDICTION AND VENUE**

1. This Court has jurisdiction over the Motion under 28 U.S.C. §§ 157 and 1335. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b). Venue of this proceeding and this Motion is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory basis for the relief requested herein is 11 U.S.C. § 105 and Federal Rules of Bankruptcy Procedure 2002 and 9008.

### **FACTUAL BACKGROUND**

3. The background of the Debtor's business and the events giving rise to its decision to develop, circulate, and solicit acceptances of the Plan prior to filing its Chapter 11 case are set out in Articles 1 through 3 of the Disclosure Statement and in the Declaration of Wayne W. Killion, Jr., both of which were filed with the Court on April 8, 2002 (docket numbers 9 and 14), and which are incorporated by reference in relevant part into this Motion.

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<sup>3</sup> The Debtor's voting agent received one ballot rejecting the Plan. Because the individual claimant casting that ballot voted with respect to three separate, and mutually exclusive, classes of claims, the Debtor believes that ballot should not be counted.

4. As of approximately April 1999, the Debtor's insurers which had provided primary coverage, including Travelers Casualty & Surety Company ("Travelers"), had paid liability costs approximately equal to the "products" aggregate limits of their primary policies. Although the Debtor's insurers continued to have substantial obligations to pay liability and defense costs incurred in connection with asbestos-related bodily injury claims with respect to "non-products" coverage, they refused to make any further payments under their primary policies. In addition, First State Insurance Company, part of the Hartford Financial Services Group, Inc. ("Hartford"), and Certain Underwriters at Lloyd's, London ("London"), insurers that had issued excess policies to the Debtor, refused to pay liability and defense costs on the Debtor's asbestos-related bodily injury claims pending a determination as to the exhaustion of underlying coverage and for other reasons.

5. After certain negotiations with insurers failed to resolve these coverage issues, in June 2001, the Debtor, counsel for certain asbestos claimants,<sup>4</sup> Hartford, the CCR,<sup>5</sup> and the Debtor's shareholders commenced negotiations concerning an agreed Chapter 11 plan. As a result of these negotiations, in December 2001, the Debtor entered into several agreements (collectively, the "Pre-Petition Settlement Agreements"), including a global settlement with representatives of asbestos claimants and others to resolve Shook's asbestos obligations. The Pre-Petition Settlement Agreements form the basis of the Plan.

#### **PRE-PETITION SOLICITATION PROCEDURES AND VOTES ON PLAN**

6. In January 2002, the Debtor attempted to gather data concerning the addresses of

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<sup>4</sup> Initially, an ad hoc committee of five attorneys who represented a significant number of the Debtor's known asbestos claimants represented the asbestos claimants. On May 2, 2002, T. Thomas Corbett, Esquire, attorney for the Bankruptcy Administrator for the Northern District of Alabama, appointed the members of the ad hoc committee, as well as a sixth attorney who represented claimants, to the official Asbestos Claimant Committee.

<sup>5</sup> The Center for Claims Resolution, Inc. ("CCR") was created in 1988 to administer and arrange for the evaluation, defense, settlement and payment of asbestos-related bodily injury claims against its members. The CCR has ceased performing these functions.

the individuals who had asserted asbestos-related bodily injury claims against the Debtor, which claims were pending or had been settled but as to which the Debtor's share of the settlement amount had not been fully paid (collectively, the "Asbestos Claimants"). Initially, the Debtor contacted Petersen Asbestos Consulting Enterprises ("PACE"), which has access to the data developed by the CCR, and requested the names and addresses of the Asbestos Claimants. In response to the Debtor's request, PACE informed the Debtor that its (and CCR's) records did not contain addresses for each individual Asbestos Claimant, but rather listed the name of each Asbestos Claimant and the name and address of his or her attorney of record. This is the logical result of Asbestos Claimants identifying themselves to Shook through attorneys, not individually.

7. At the same time the Debtor was seeking data from PACE, the Debtor also reviewed its corporate records in an attempt to identify addresses or other contact information for Asbestos Claimants. Because the CCR and, before it, the Asbestos Claims Facility, had responsibility for coordinating the Debtor's claim handling and defense efforts for over 15 years, the Debtor's own records of those individuals that had asserted asbestos-related bodily injury claims were sparse and provided no meaningful contact information, other than the name and addresses of claimants' counsel.

8. On January 31, 2002, the Debtor (through counsel) sent a letter to each of the approximately 158 attorneys of record that had identified themselves to Shook at one time or another as representing at least one Asbestos Claimant. Attached hereto as Exhibit A is a copy of the form of that January 31, 2002 inquiry letter. In that letter, the Debtor informed counsel of the Pre-Petition Settlement Agreements and the Debtor's intention to file a pre-packaged plan of reorganization, and requested that each attorney provide to the Debtor, by February 5, 2002, the name and address of each claimant whom each attorney represented who held a claim against the

Debtor. The letter further stated that:

**Alternatively, if you do not provide us with claimants' names and addresses by February 5, 2002, we intend to send the Solicitation Packages for your clients to you as their Attorney of Record.** To the extent the data available to Shook permits us to identify the number of clients you represent, Shook is prepared to provide you with sufficient copies of the Solicitation Package already packaged in envelopes, such that you simply can affix an address label and forward a Solicitation Package directly to each of your clients which has a claim against Shook. If you wish to proceed in this fashion, please let us know how many packages you require. If you forward the Solicitation Package to your clients and provide to us an affidavit of mailing along with the cost of postage you incurred, Shook will reimburse you for your postage costs. (emphasis in original).

9. The Debtor received thirty responses to the January 31, 2002 letter. Of those responses, two law firms, representing approximately 200 individual Asbestos Claimants, provided the Debtor with the names and addresses of their respective clients and instructed the Debtor to mail the solicitation packages directly to their clients. Another twenty-eight law firms, representing approximately 28,000 Asbestos Claimants, provided to the Debtor the number of solicitation packages that they represented they would mail directly to their clients. The remaining 128 law firms, representing approximately 42,000 of the estimated total Asbestos Claimants, did not respond to the January 31, 2002 letter and, as provided in that letter, were sent copies of the Solicitation Package for the clients on whose behalf such law firm had asserted claims.

10. Contemporaneously with the Debtor's efforts to obtain the names and addresses of Asbestos Claimants, Georgeson Shareholder Communications, Inc., the distribution agent retained by the Debtor (the "Distribution Agent"), printed copies for the Debtor of the following documents (collectively, the "Solicitation Documents"):

- a. The Plan of Reorganization of Shook, dated February 18, 2002 and the exhibits thereto;
- b. The Disclosure Statement dated February 18, 2002 accompanying the Plan and the exhibits thereto;

- c. The form of ballot for Classes 5, 6 and/or 10 under the Plan;
- d. The form of master ballot for holders of proxies or powers of attorney for one or more asbestos claimants in Classes 5, 6 and/or 10 (the "Master Ballot"); and
- e. A letter from the Futures Representative, dated February 12, 2002.

11. The Debtor provided the Distribution Agent with a mailing list identifying Asbestos Claimants (where the debtor had individual addresses), counsel for Asbestos Claimants, secured creditors, parties to the Wellington Agreement, members of the CCR, the Debtor's insurers and other parties-in-interest to whom the Solicitation Documents should be sent (the "Mailing List"). For those attorneys who had advised Debtor's counsel of the number of requested copies, the Mailing List also indicated the number of copies of the Solicitation Documents to be sent to such counsel. Because a number of attorneys had not provided the number of Asbestos claimants he/she represented or the number of Solicitation Documents required, the Debtor reviewed the information provided by PACE to estimate the number of Solicitation Documents to send to such attorneys.

12. The Distribution Agent prepared packages containing the Solicitation Documents and sent those packages to the parties on the Mailing List. Each package that was sent directly to an individual creditor contained the Plan, the Disclosure Statement, the Letter and a ballot for such creditor, along with a return envelope addressed to the voting agent, Logan & Company, Inc. Each package that was sent to an attorney or law firm on behalf of one or more individual Asbestos Claimants contained the specified number of solicitation packages (plus a few additional packages), each consisting of the Plan, the Disclosure Statement, the Letter and a ballot, pre-inserted into an unsealed envelope. In this fashion, each such counsel could insert additional materials (e.g., his or her cover letter), affix postage and address labels to the

envelopes, and send the Solicitation Documents directly to each of his or her clients. In addition, each such bulk package to counsel included a Master Ballot for counsel to vote on behalf of any clients for whom such counsel had authority to vote.

13. The Disclosure Statement specifically set forth that:

THE VOTING DEADLINE TO ACCEPT OR REJECT THE PLAN IS 5:00 P.M., EASTERN TIME, ON **MARCH 25, 2002**, UNLESS SHOOK & FLETCHER, IN ITS SOLE DISCRETION, AND FROM TIME TO TIME, EXTENDS THE VOTING DEADLINE BY WRITTEN NOTICE TO THE ASBESTOS CLAIMANTS COMMITTEE AND THE FUTURES REPRESENTATIVE, IN WHICH EVENT THE PERIOD DURING WHICH THE BALLOTS WILL BE ACCEPTED WILL TERMINATE AT 5:00 P.M., EASTERN TIME, ON SUCH EXTENDED DATE. IN ORDER TO BE COUNTED, BALLOTS MUST BE RECEIVED BY LOGAN & COMPANY, INC. (THE "VOTING AGENT") AT 546 VALLEY ROAD, UPPER MONTCLAIR, NEW JERSEY 07043, ON OR BEFORE THE VOTING DEADLINE. (emphasis in original).

Shook extended the Voting Deadline to 5:00 p.m. Eastern Time on April 1, 2002.

14. Each package containing Solicitation Documents addressed to an individual creditor or party-in-interest was mailed, first class mail, postage prepaid, to the addressee. Each package directed to an attorney on behalf of one or more claimants was sent to that attorney by overnight mail or, for those receiving a substantial number, by a bulk delivery service.

15. All packages of Solicitation Documents being sent by first class mail or overnight mail were sent by the Distribution Agent from its bulk mailing facility in New Jersey, and were delivered to the United States Postal Service or to Federal Express between February 20 and February 22, 2002. All bulk deliveries were sent on February 22, 2002, and were scheduled to be delivered by February 26, 2002.<sup>6</sup>

16. In addition to the mailing of packages described above, the Distribution Agent

<sup>6</sup> After the initial mailing or deliveries had occurred, Debtor's counsel provided the Distribution Agent with several additional addresses for delivery of packages of Solicitation Documents, all of which were mailed out during March 2002.

established a toll-free number for creditors, counsel or other parties to call with questions relating to the Solicitation Documents. Such toll free number was established on February 27, 2002, and remained in effect until April 15, 2002. The toll free number directed callers through a series of prompts to answer questions (e.g., where do I send my ballot?) or to request additional information (e.g., additional copies). If the caller had a question that the earlier prompts did not address, the final prompt instructed the caller to leave a message containing such caller's name, phone number, question and best time to receive a return phone call. Debtor's counsel responded to those messages.

### **TABULATION OF BALLOTS**

17. In accordance with the instructions contained in the Solicitation Package, the returned ballots were tabulated and certified by the Voting Agent designated by the Debtor, Logan & Company, Inc. In order for a ballot to be counted as valid, the ballot had to meet the following criteria: (a) the ballot must have been properly completed and executed by the creditor or interest holder or such creditor's or interest holder's authorized representative,<sup>7</sup> and (b) the ballot must have been received by the voting deadline (as extended) of 5:00 p.m. Eastern Time on April 1, 2002. All validly executed ballots from creditors and interest holders timely received by the Voting Agent were tabulated.

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<sup>7</sup> On the Master Ballot received from counsel for Asbestos Claimants, each counsel was required to certify that he/she was "acting under a proxy or power of attorney, or other written evidence of agency granted by the Asbestos Claimants identified in the ballot." Attached hereto as Exhibit B is a true and correct copy of the Master Ballot sent to counsel for Asbestos Claimants.



18. A summary of results of the tabulated ballots is as follows:

<b>CLASS UNDER PLAN</b>	<b>CREDITORS ACCEPTING PLAN</b>	<b>CREDITORS REJECTING PLAN</b>	<b>CREDITORS ACCEPTING AMOUNT <sup>8</sup></b>	<b>CREDITORS REJECTING AMOUNT <sup>8</sup></b>
CLASS 5 – SBNP ASBESTOS SECURED CLAIMS	11,333	1 <sup>9</sup>	\$1,701,950	0
CLASS 6- PRESENT ASBESTOS SECURED CLAIMS	39,506	1 <sup>9</sup>	\$36,214,100	0
CLASS 7 – CCR SECURED CLAIMS	1	0	\$0	0
CLASS 8 – SETTLEMENT PROFESSIONALS SECURED CLAIMS	3	0	\$0	0
CLASS 10 – ASBESTOS RELATED UNSECURED CLAIMS	44,383	1 <sup>9</sup>	\$31,822,675	0
CLASS 11 – EQUITY INTERESTS	2	0	\$0	0

See Affidavit of Kathleen M. Logan of Logan & Company, Inc. Certifying the Tabulation of Ballots Received for the Prepackaged Plan of Reorganization of Shook & Fletcher Insulation Co., filed with the Court on April 16, 2002 (docket number 46).

#### **POST-PETITION EVENTS**

19. On April 8, 2002 (the “Petition Date”), the Debtor filed its voluntary petition for relief under Chapter 11 of Title 11 of the United States Code (the “Bankruptcy Code”). Contemporaneously with the filing of the Petition, the Debtor filed its Disclosure Statement and Plan.

20. After the Petition Date, the Debtor filed its motion seeking authority to provide

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<sup>8</sup> The amounts accepting and rejecting are based upon the amounts set forth in each returned ballot.

<sup>9</sup> The Debtor’s voting agent received one ballot rejecting the plan, described in footnote 3 above.

notice in the case to counsel for Asbestos Claimants, since it did not have individual claimants' addresses. On May 2, 2002, the Court entered its Order Approving Notice Procedures For Individual Asbestos Claimants (the "Notice Order"). In the Notice Order, the Court ordered each attorney who represents one or more Asbestos Claimant to file with the Court a Request for Notices and Statement of Representation of Individual Asbestos Claimants that contained the following statements:

As confirmed by the ballots filed in this regard, for those Individual Asbestos Claimants for whom I did cast a Master Ballot for Accepting or Rejecting the Plan of Reorganization Under Chapter 11 of the United States Bankruptcy Code of Shook & Fletcher Insulation Co. (the "Plan") to be Used by Attorneys in Fact for Holders of Claims in Classes 5, 6 and/or 10, I certify that:

- a. Pursuant to Item 1 on the Master Ballot, I acted under a proxy or power of attorney, or other written evidence of agency granted by those identified on the ballot, and that I had full power and authority to cast the ballot;
- b. Pursuant to Item 3 on the Master Ballot, I provided a copy of the Disclosure Statement and Plan with exhibits to each claimant listed on the ballot or referred to in an attachment to the ballot.

As of August 28, 2002, 28 law firms representing approximately 28,000 Asbestos Claimants had filed with the Court a Request for Notices and Statement of Representation of Individual Asbestos Claimants in accordance with the Notice Order.

21. On June 14, 2002, the Debtor sent a letter to each of the forty attorneys who had cast a Master Ballot on behalf of one or more Asbestos Claimant, in which the Debtor requested that, by July 17, 2002, each attorney produce evidence of his/her authority to vote on behalf of his or her clients. (The form of such letter is attached hereto as Exhibit C.) On July 11, 2002, the Debtor sent a reminder letter to those attorneys who had not then responded to the June 14, 2002 letter. (The form of such letter is attached hereto as Exhibit D.) The Debtor received

responses from 35 law firms. A number of firms submitted a written proxy or power of attorney for each person on whose behalf a vote was cast, while others provided a sample of their retainer agreements (including power of attorney provisions) and represented that each asbestos claimant on whose behalf he or she had voted had executed such a retainer agreement. Some attorneys did not respond, or did not respond completely, to the Debtor's requests.

22. In its ongoing effort to provide notice, in June 2002, the Debtor filed its Motion to Approve Notice by Publication. In that Motion, the Debtor sought authority to publish a notice of the deadlines to object to approval of the Disclosure Statement and the solicitation procedures and to object to confirmation of the Plan, and the hearings to consider approval of the Debtor's Disclosure Statement and pre-petition solicitation procedures to consider confirmation of the Debtor's Plan. On June 20, 2002, the Court entered an Order Approving Notice by Publication (the "Publication Order"). In the Publication Order, the Court authorized the Debtor to cause the form of Notice of Deadlines to Object to Approval of Debtor's Disclosure Statement, and Solicitation Procedures and to Object to Confirmation of the Debtor's Prepackaged Plan of Reorganization, and Notice of Hearings to Approve Adequacy of the Debtor's Disclosure Statement and Confirmation of Prepackaged Plan of Reorganization (the "June 2002 Notice") to be published on or before June 24, 2002, in *USA Today*.<sup>10</sup> In addition to publishing the June 2002 Notice, the Debtor mailed a copy of the Notice to the following parties:

- a. The legal representative for Futures Claimants and his counsel;
- b. The members of the Asbestos Claimants Committee and its counsel;
- c. Counsel for Shook's secured lenders (SouthTrust, AmSouth, and Supply);

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<sup>10</sup> See Affidavit of Cheryl Rothlein of *USA Today*, filed with the Court on August 30, 2002, certifying that the June 2002 Notice was published in the June 24, 2002 edition of the *USA Today*.

- d. Counsel for other parties-in-interest who participated in the pre-petition settlement agreements (Hartford, the CCR, and Shook's shareholders);
- e. The Bankruptcy Administrator;
- f. All persons who had filed proofs of claim with the Court at that time;
- g. All counsel who had entered their appearance or filed requests for notices with the Court at that time; and
- h. All parties listed on the Debtor's Master Mailing Matrix.

In the Publication Order, the Court found that publication of the June 23 Notice, when combined with the mailing of the Notice provided for in the Motion, constituted adequate and appropriate notice under the circumstances of the deadlines to object to the Disclosure Statement and confirmation of the Plan, the Disclosure Statement hearing and the hearing on confirmation of the Plan.

23. The June 2002 Notice (as mailed and published) included the following language:

If you have an asbestos-related claim against Shook and did not receive a copy of the Disclosure Statement and the proposed Plan of Reorganization, or if you did not authorize your attorney to receive those documents and vote on the Plan on your behalf, and if you want to object to approval of the Disclosure Statement and the solicitation procedures or to confirmation of the Plan on that basis, then you must also file your objection by the Objection Deadline.

Accordingly, any party in interest who had not previously received a copy of the Disclosure Statement and/or Plan, or who did not authorize his or her attorney to vote on his or her behalf, was provided with notice of the deadlines to object to the Disclosure Statement or confirmation of the Plan and the dates of the hearings on the Disclosure Statement and confirmation of the Plan, and the opportunity to object. No such objections have ever been filed.

#### **THE POST-PETITION SETTLEMENTS TO DATE**

24. Since the Petition Date, the Debtor has negotiated settlement agreements

(collectively the “Post-Petition Settlements”), subject to Bankruptcy Court approval, resolving insurance coverage disputes with Travelers and London, and resolving certain contingency fee issues with the law firms of Dickstein, Shapiro Morin & Oshinsky LLP and Bradley Arant Rose & White LLP (collectively, the “Law Firms”). The Debtor has filed or will shortly file separate motions pursuant to Fed. R. Bankr. P. 9019 seeking approval from the Bankruptcy Court of each of the Post-Petition Settlements (the “Rule 9019 Motions”). The Debtor may conclude additional settlement agreements with other insurers or other parties, and, by similar motions, seek Bankruptcy Court approval of such additional settlement agreements. A general summary of each of the Post-Petition Settlements is set forth below.<sup>11</sup>

a. The Travelers Settlement

Under the Travelers Settlement, the Debtor settled its claims against Travelers arising from (i) insurance coverage under the Travelers’ insurance policies, including for asbestos-related bodily injury claims, (ii) the Wellington Agreement and (iii) certain other matters, all as more fully described in the Settlement Agreement attached to the Travelers’ Rule 9019 Motion, for payments in the total nominal amount of \$140,000,000, payable to the Pre-Petition Trust (or to the Trust, as applicable) in installments over five years, plus \$2 million payable to Shook’s estate as reimbursement for certain costs.

b. The London Settlement Agreement

Under the London Settlement, the Debtor settled its claims against London arising from (i) insurance coverage under the London insurance policies, (ii) the Wellington Agreement, and (iii) certain other matters, all as more fully described in the Settlement Agreement attached to the London Rule 9019 Motion, for the total amount of \$4,207,104 payable to the Pre-Petition Trust (or to the Trust, as applicable).

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<sup>11</sup> These summaries are qualified in their entirety by the applicable settlements, and in the case of the law firms, the settlement stipulation.

c. Law Firms Settlement

The Law Firms represented Shook on a contingency fee basis in connection with, among other things, certain insurance settlements entered into in 1999 with six insurers which did not sign the Wellington Agreement (the “Non-Signatory Insurers”), under which those insurers agreed to make certain payments with respect to asbestos-related claims and certain costs (collectively, the “1999 Coverage-in-Place Settlements”). As described in the Law Firms Rule 9019 Motion, Shook and the Law Firms have entered into a stipulation resolving all disputes between them and have confirmed the Law Firms’ contingency fee, and its charging lien, fixed at 16.75% of the Remaining Aggregate Limits (as defined in the stipulation between Shook and the Law Firms) under the 1999 Coverage-in-Place settlements. The contingency fee will be paid to the Law Firms from the proceeds of the 1999 Coverage-in-Place Settlements, and the balance of the proceeds will be paid to the Pre-Petition Trust (or to the Trust, as applicable).

25. As part of the Travelers Settlement, Travelers and the Debtor agreed to certain modifications to the Plan. These modifications are set out in the Amended Plan of Reorganization, which is being filed with the Court. The Debtor is also filing a motion for a determination under Fed. R. Bankr. P. 3019 (the “Rule 3019 Motion”) that the modifications do not adversely change the treatment of the claim of any creditor or the interest of any equity security holder, and therefore that votes cast with respect to the Plan as part of the pre-petition solicitation process are to be treated as acceptances (or, if applicable, a rejection) of the Plan as amended.

**RELIEF REQUESTED**

26. Pursuant to Fed. R. Bankr. P. 2002 and 9008, the Debtor seeks (i) approval of a supplemental notice (the “Supplemental Notice”) substantially in the form of the Supplemental Notice attached hereto as Exhibit E; (ii) approval of the procedures described in the Motion to

mail the Supplemental Notice to counsel for Asbestos Claimants and other parties-in-interest; (iii) authority to publish a supplemental notice substantially in the form of the notice attached hereto as Exhibit F (the "Publication Notice"); (iv) approval of procedures for tabulation of ballots accepting or rejecting the Plan; and (v) authority to pay as administrative expenses the costs incurred in providing such notice.

### **APPLICABLE AUTHORITY**

27. Fed. R. Bankr. P. 2002 states, in pertinent part:

**(a) Twenty-day notices to parties-in-interest**

Except as provided in subdivision (h), (i), and (l) of this rule, the clerk, or some other person as the court may direct, shall give the debtor, the trustee, all creditors and indenture trustees at least 20 days' notice by mail of:

\* \* \*

- (3) the hearing on approval of a compromise or settlement of a controversy other than approval of an agreement pursuant to Rule 4001(d), unless the court for cause shown directs that notice not be sent;

\* \* \*

**(b) Twenty-five-day notices to parties-in-interest**

Except as provided in subdivision (l) of this rule, the clerk, or some other person as the court may direct, shall give the debtor, the Trustee, all creditors and indenture trustees not less than 25 days notice by mail of . . . (2) the time fixed for filing objections to consider confirmation of a chapter 9, chapter 11, or chapter 13 Plan.

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**(l) Notice by publication**

The court may order notice by publication if it finds that notice by mail is impracticable or that it is desirable to supplement the notice.

28. Fed. R. Bankr. P. 9008 states, in pertinent part:

Whenever these rule require or authorize service or notice by publication, the court shall, to the extent not otherwise specified in these rules, determine the form and manner thereof, including the newspaper or other medium to be used and the number of publications.

29. According to the Advisory Committee Notes to Fed. R. Bankr. P. 2002:

Subdivision [I] specifies two kinds of situations in which notice by publication may be appropriate: (1) when notice by mail is impracticable; and (2) when notice by mail alone is less than adequate. Notice by mail may be impracticable when, for example, the debtor has disappeared or his records have been destroyed and the names and addresses of his creditors are unavailable, or when the number of creditors with nominal claims is very large and the estate to be distributed may be insufficient to defray the costs of issuing the notices. Supplementing notice by mail is also indicated when the debtor's records are incomplete or inaccurate and it is reasonable to believe that publication may reach some of the creditors who would otherwise be missed.

30. "Determination of whether notification is reasonable requires consideration of a few factors: determination of the best means, tempered by considerations of the costs and the effect of such costs upon the estate and its creditors as a whole." In re Governmental Securities Corporation, 107 B.R. 1012, 1021 (S.D. Florida 1989). "The Court must balance the needs of notification of potential claimants with the interest of existing creditors and claimants. A bankrupt estate's resources are always limited and the bankruptcy court must use discretion in balancing these interests when deciding how much to spend on notification." Vancouver Women's Health Collective Soc. v. A.H. Robins Co., 820 F.2d 1359, 1364 (4<sup>th</sup> Cir. 1987).

### **SUPPLEMENTAL NOTICE**

31. The Debtor proposes to send to interested parties the Supplemental Notice as approved by the Court. The Debtor also requests that all Asbestos Claimants who did not receive prior notice of the Plan be provided with an additional opportunity to vote to accept or reject the Plan, and all Asbestos Claimants who previously cast a vote, individually or by an



attorney on their behalf, be granted an opportunity to change their vote. The proposed Supplemental Notice contains the following information:

- a. The results of the Debtor's pre-petition solicitation;
- b. A summary of the Post-Petition Settlements;
- c. A summary of the scope of the Settling Asbestos Insurance Company Injunction contained within the Plan;
- d. The insurers which will be protected by the injunctions contained in the Plan, based upon the insurance settlements currently concluded;
- e. Directions as to how a party-in-interest may obtain copies of the Disclosure Statement and Plan;
- f. Procedures for casting a ballot if a party entitled to vote for or against the Plan did not previously receive notice and vote on the Plan;
- g. Procedures for changing a vote previously cast by a party or on a party's behalf;
- h. Notice of the deadline to object to, and the hearing scheduled to approve, the Post-Petition Settlements; and
- i. Notice of deadline to object to the Plan for those parties-in-interest who did not previously receive notice of the July 19, 2002 objection deadline, and notice of the hearing on confirmation of the Plan.

#### **MAILING OF THE SUPPLEMENTAL NOTICE**

32. The Debtor proposes that the Supplemental Notice be sent by first-class mail to the following parties-in-interest:

- a. All attorneys that have filed on or before September 13, 2002 statements pursuant to the Notice Order;
- b. All parties that have filed on or before September 13, 2002 requests for notices pursuant to Fed. R. Bankr. P. 2002;
- c. All parties that have filed on or before September 13, 2002 proofs of claim in this bankruptcy case;

- d. Each Asbestos Claimant that, on or before May 31, 2002, filed a claim with MFR Consulting, Inc., the Claims Reviewer appointed under the Pre-Petition Settlement Agreements, at the address designated by the claimant in its claim submission (which in all or virtually all cases is in the care of the claimant's counsel);
- e. All attorneys who timely cast a Master Ballot;
- f. All individuals who timely cast individual ballots;
- g. All counsel, by April 3, 2002, who submitted on behalf of any client an agreement adopting the Pre-Petition Settlement agreements, in accordance with the procedures set out therein;
- h. All counsel identified to the Debtor by PACE as representing one or more asbestos claimants asserting claims against Shook, as of April 8, 2002; and
- i. All individual Asbestos Claimants whose names and addresses are provided to the Debtor on or before September 13, 2002.

These procedures provide for mailing the Supplemental Notice to the last known address in the Debtor's possession for all of the Asbestos Claimants.

33. Additionally, the Debtor requests that the Order Approving Supplemental Notice Procedures order all attorneys who represent one or more Asbestos Claimants in connection with this case to take any one of the following steps:

- a. Provide to the Debtor the names and addresses of its clients with claims against the Debtor by September 13, 2002 so that the Debtor can mail the Supplemental Notice directly; or
- b. File the statement required by the Notice Order by September 13, 2002; or
- c. Send a copy of the Supplemental Notice directly to each client they represent who holds a claim against the Debtor.

Upon receipt by the Debtor of an affidavit of mailing with respect to Supplemental Notice by any attorney who send the Supplemental Notice directly to each of his or her clients, the Debtor will

reimburse any mailing costs actually incurred.

### **NOTICE BY PUBLICATION**

34. The Debtor believes that authorizing service of the Supplemental Notice in the manner set forth above, and allowing parties-in-interest an opportunity to change a vote previously cast, will more than satisfy any questions raised concerning the adequacy of the pre-petition notice and solicitation of votes. Nonetheless, because there may be unknown claimants whom the Debtor could not possibly reach by mail, the Debtor requests that the Court authorize the Debtor to supplement its notice by publication. A copy of the proposed Publication Notice is attached hereto as Exhibit F. The Publication Notice contains the following:

- a. A summary of the Supplemental Notice;
- b. Procedures for obtaining information concerning the Solicitation Package and pleadings filed in this case;
- c. A summary of the Rule 9019 Motions filed with respect to Travelers, London and the Law Firms;
- d. Notice of the deadline to object to the Rule 9019 Motions and of the hearing on approval of those motions;
- e. Notice of the deadline to object to confirmation of the Plan;  
and
- f. Notice of the hearing on confirmation of the Plan.

35. The Debtor proposes to publish the Publication Notice in the national edition of *USA Today*, once, on or before seven days after approval of these Supplemental Notice Procedures. Publication of notice in *USA Today* will result in national publication of the notice. Such notice will provide the best balance between providing notice by publication and the significant expense of publication. The Debtor believes that such publication, when combined with the prior notices mailed and published in this case and mailing of the Supplemental Notice in the manner set forth in this Motion, is adequate and appropriate under the circumstances and satisfies the notice requirements of the Bankruptcy Code and of due process.

## **TABULATION OF BALLOTS**

36. The Debtor has requested that the deadline to vote on the Debtor's Plan be extended to October 15, 2002, at 4:00 p.m., Central Time, but only for Asbestos Claimants who did not receive notice of the original voting deadline and now wish to cast a vote, or who now wish to change a vote cast on their behalf by counsel. The Debtor proposes that all ballots previously received be counted, unless (i) an attorney for an Asbestos Claimant informs the Debtor that the attorney does not have authority to vote for a specific Asbestos Claimant on whose behalf such attorney cast a ballot, (ii) an Asbestos Claimant submits a new ballot that changes his or her vote, or (iii) a ballot is facially defective (e.g., ballot not signed, identifies inconsistent classifications, etc.).

\* \* \*

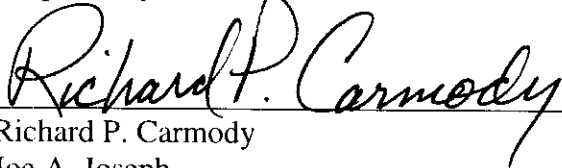
WHEREFORE, for all these reasons, the Debtor respectfully requests the entry of an Order:

- a. Approving the Supplemental Notice, substantially in the form attached hereto as Exhibit E;
- b. Approving procedures to mail the Supplemental Notice to counsel for Asbestos Claimants and other parties-in-interest, as set out in the Motion;
- c. Ordering all attorneys who represent one or more Asbestos Claimants in connection with this case to either: i) provide to the Debtor the names and addresses of his or her clients holding claims against the Debtor by September 13, 2002, so that the Debtor can mail the Supplemental Notice directly; or b) file the statement required by the Notice Order by September 13, 2002; or c) send a copy of the Supplemental Notice directly to each client he or she represents who holds a claim against the Debtor;
- d. Approving notice by publication in *USA Today* on or before September 17, 2002, substantially in the form of the Publication Notice attached hereto as Exhibit F;
- e. Authorizing the Debtor to pay as administrative expenses the costs of mailing the Supplemental Notice and of

publishing the Publication Notice, and all other costs associated with providing notice as described in this Motion;

- f. Finding that notice provided to parties-in-interest by mailing and by publication in the manner set forth in this Motion is appropriate and adequate under the circumstances and, when combined with the prior notices given in this case, satisfies the notice requirements of the Bankruptcy Code and of due process;
- g. Ordering that the ballots accepting or rejecting the Plan be counted in the manner set forth in this Motion; and
- h. Granting such other and further relief as the Court deems appropriate.

Respectfully submitted,

A handwritten signature in black ink that reads "Richard P. Carmody". The signature is written in a cursive style with a large, stylized "R" and "C".

Richard P. Carmody

Joe A. Joseph

Lange, Simpson, Robinson & Sommerville, LLP  
2100 3<sup>rd</sup> Avenue North, Suite 1100  
Birmingham, AL 35203-3367  
(205) 250-5000

Roger Frankel (admitted pro hac vice)  
Richard H. Wyron (admitted pro hac vice)  
Joel W. Ruderman (admitted pro hac vice)  
Swidler Berlin Shereff Friedman, LLP  
3000 K Street, N.W., Suite 300  
Washington, D.C. 20007  
(202) 424-7500

Attorneys for Shook & Fletcher Insulation  
Co., as Debtor and Debtor-in-Possession

Dated: August 30, 2002

## **EXHIBIT A**

# SWIDLER BERLIN SHEREFF FRIEDMAN, LLP

THE WASHINGTON HARBOUR  
3000 K STREET, NW, SUITE 300  
WASHINGTON, DC 20007-5116  
TELEPHONE (202) 424-7500  
FACSIMILE (202) 424-7647  
WWW.SWIDLAW.COM

ROGER FRANKEL  
DIRECT DIAL: (202) 424-7575  
FAX: (202) 424-7645  
RFRANKEL@SWIDLAW.COM

NEW YORK OFFICE  
THE CHRYSLER BUILDING  
405 LEXINGTON AVENUE  
NEW YORK, NY 10174  
TEL. (212) 973-0111  
FAX (212) 891-9596

January 31, 2002

## VIA OVERNIGHT MAIL

«NAME»  
«PLAINTIFF\_LAW\_FIRM»  
«ADDRESS\_1»  
«ADDRESS\_2»  
«ADDRESS\_3»  
«City», «State» «ZIP\_CODE»

Re: Shook & Fletcher Insulation Co.

Dear Counsel:

We represent Shook & Fletcher Insulation Co. ("Shook") in connection with the global settlement Shook recently achieved with representatives of asbestos claimants and others to resolve Shook's asbestos obligations. The global settlement agreements are intended to form the basis for a pre-packaged plan of reorganization under Chapter 11 of the United States Bankruptcy Code (the "Plan"). Shook has not yet initiated a bankruptcy proceeding, and presently intends to circulate its Plan and accompanying Disclosure Statement, and seek acceptances thereof, prior to a bankruptcy filing. You may already have received information concerning these settlements from Joseph Rice of Ness Motley Loadholt Richardson & Poole, P.A., who was involved in negotiating these settlements. An Unofficial Committee of Asbestos Claimants (the "Committee"), consisting of counsel for the larger numbers of claimants holding claims against Shook has been formed; the Committee's members are identified below.

Your name and address were provided to us by the Center for Claims Resolution ("CCR"), which identified you as an attorney of record for claimants who have asserted claims against Shook which either (i) are pending or (ii) have been settled but as to which Shook's share of the settlement amount has not been fully paid.

In order efficiently to solicit acceptances of the Plan under applicable law, Shook intends to mail the proposed Plan, the accompanying Disclosure Statement and other solicitation materials, including ballots (collectively, the "Solicitation Package"), to all individual claimants for which it has addresses, on or about February 15, 2002. Since Shook's records and the data

available from the CCR are incomplete and, in most cases, do not contain the claimants' addresses, we need your assistance.

Accordingly, we ask that you provide to us the names and addresses of all claimants whom you represent and who have claims against Shook. This request includes claimants with pending claims and claimants whose claims against Shook (and certain other CCR members) were resolved, but who contend that they are still owed settlement payments by Shook. We will use these names and addresses to provide each such claimant with a copy of the Solicitation Package; we will also provide a copy of the Solicitation Package to you.

We need to receive the list of claimants' names and addresses by Tuesday, February 5. We can accept legible hard copy by overnight mail or by facsimile, or electronic files in MSWord or Excel formats. Electronic files should be sent by email to <mglaser@swidlaw.com>.

**Alternatively, if you do not provide us with claimants' names and addresses by February 5, 2002, we intend to send the Solicitation Packages for your clients to you as their Attorney of Record.** To the extent the data available to Shook permits us to identify the number of clients you represent, Shook is prepared to provide you with sufficient copies of the Solicitation Package already packaged in envelopes, such that you simply can affix an address label and forward a Solicitation Package directly to each of your clients which has a claim against Shook. If you wish to proceed in this fashion, please let us know how many packages you require. If you forward the Solicitation Packages to your clients and provide to us an affidavit of mailing along with the cost of postage you incurred, Shook will reimburse you for your postage costs.

If you have any questions about the proposed distribution procedures, please contact me or any member of the Committee listed below.

If you have a question about the settlement, please call Joe Rice at (843) 216-9159.

Very truly yours,

Roger Frankel

cc: Members of the Unofficial Committee of Asbestos Claimants:  
Bryan Blevins, Esquire  
James L. Ferraro, Esquire  
David O. McCormick, Esquire  
Joseph F. Rice, Esquire  
Jeffrey Varas, Esquire



## **EXHIBIT B**

**UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF ALABAMA**

In re:

**SHOOK & FLETCHER INSULATION CO.,**

Debtor.

Chapter 11

Case No. \_\_\_\_\_

**MASTER BALLOT  
FOR ACCEPTING OR REJECTING THE PLAN OF REORGANIZATION UNDER CHAPTER 11 OF THE UNITED  
STATES BANKRUPTCY CODE OF SHOOK & FLETCHER INSULATION CO. (THE "PLAN")**

**TO BE USED BY ATTORNEYS IN FACT FOR HOLDERS OF CLAIMS IN CLASSES 5, 6 and/or 10**

**INSTRUCTIONS**

**PLEASE READ AND FOLLOW THE INSTRUCTIONS ON THIS MASTER BALLOT CAREFULLY. PLEASE COMPLETE, SIGN AND DATE THIS BALLOT AND PROMPTLY RETURN IT TO LOGAN & COMPANY, INC. (THE "VOTING AGENT") AT 546 VALLEY ROAD, UPPER MONTCLAIR, NEW JERSEY 07043. THE VOTES REFLECTED ON THIS BALLOT WILL NOT BE COUNTED IF IT HAS NOT BEEN RECEIVED BY THE VOTING AGENT BY 5:00 P.M., EASTERN TIME, ON MARCH 25, 2002 (THE "VOTING DEADLINE"), UNLESS SUCH DATE HAS BEEN EXTENDED BY SHOOK & FLETCHER.**

**PLEASE MAKE SURE YOU HAVE PROVIDED ALL INFORMATION REQUESTED**

Shook & Fletcher is soliciting votes with respect to the Plan and the Disclosure Statement, copies of which accompany this Master Ballot or have previously been provided to you. This Master Ballot is to be used by the holders of proxies, powers of attorney or other agency with respect to one or more holders of Asbestos Claims. Please review carefully, and ask those on whose behalf you are voting to review carefully, the Plan and Disclosure Statement and all exhibits thereto before casting votes.

**Votes May Be Required In Two Classes.** Bankruptcy Rule 3018(d) requires that any creditor who holds a claim that is allowed in part as a secured claim and in part as an unsecured claim is entitled to vote to accept or reject a plan in both capacities. Accordingly, if an Asbestos Claimant for whom you are voting has (i) entered into the Claimants Agreement or (ii) entered into the SBNP Settlement Agreement and elected to have his or her Asbestos Claim determined in accordance with the Compensable Disease Matrix, then that Asbestos Claimant's Asbestos Claim is partially secured (Class 5 for SBNP Asbestos Claimants or Class 6 for Present Asbestos Claimants) and is partially unsecured (Class 10), and such Asbestos Claimant is entitled to vote in Class 10 as well as in Class 5 or Class 6, as applicable.

**You May Attach Schedules of Requested Information.** If you are voting on behalf of more than one Asbestos Claimant, you should submit only one Master Ballot. If the tables in Item 2 do not provide sufficient space, you should prepare and attach to your Master Ballot a schedule of information which contains the same information for each Asbestos Claimant for whom you are voting as the information requested in the tables below (name of Asbestos Claimant, Social Security number, amount of Asbestos Claim applicable in each Class and vote in each applicable Class).

Acceptance of the Plan by holders of Asbestos Claims in Classes 5, 6 and/or 10 under the Plan requires that the holders of at least two-thirds in amount or more than one-half in number of Claims in each such Class, and for purposes of § 524(g) of the Bankruptcy Code more than 75% in number of Claims in each such Class, that actually vote on the Plan accept such Plan.

**This Master Ballot will not be counted with respect to any holder(s) of Claim(s) for which the Master Ballot does not indicate either acceptance or rejection of the Plan with respect to such holder(s).**

If you believe that you are missing any materials from the solicitation package, or if you have questions regarding this Master Ballot or the voting procedures, please call (866) 468-0619 (toll free).

ANY TERM USED IN CAPITALIZED FORM THAT IS NOT DEFINED HEREIN BUT THAT IS DEFINED IN THE GLOSSARY OF TERMS FOR THE PLAN DOCUMENTS PURSUANT TO THE PLAN OF REORGANIZATION UNDER CHAPTER 11 OF THE UNITED STATES BANKRUPTCY CODE OF SHOOK & FLETCHER INSULATION CO., ATTACHED AS "EXHIBIT A" TO THE DISCLOSURE STATEMENT, SHALL HAVE THE MEANING ASCRIBED TO SUCH TERM BY SUCH GLOSSARY AND SUCH DEFINITIONS ARE INCORPORATED HEREIN BY REFERENCE.

**Item 1 Certification of Authority to Vote.** The undersigned certifies that, as of the date hereof, the undersigned is acting under a proxy or a power of attorney, or other written evidence of agency granted by the Asbestos Claimant(s) identified below, and accordingly has full power and authority to vote to accept or reject the Plan on behalf of such holder(s) of Asbestos Claim(s).

**Item 2 Votes on the Plan.** The undersigned transmits the following votes of holder(s) of Asbestos Claim(s) and certifies that each such holder holds a Claim in the Class or Classes indicated. Any information entered in the tables below or in any accompanying schedules with respect to the amount of any Asbestos Claim will be used solely for the purposes of identifying such Asbestos Claim, and may be used for calculating votes to accept or reject the Plan. Such information is not binding upon Shook & Fletcher. Such information does not establish an amount of a Claim or constitute a proof of claim.

a. **Class 5: SBNP Asbestos Secured Claims.** Please indicate in the following table the votes of holders of Asbestos Claims who have entered into an SBNP Settlement Agreement. If such holders have opted to have their Asbestos Claims determined in accordance with the Compensable Disease Matrix, their votes should also be cast with respect to Class 10.

Name of Claimant	Social Security Number	Amount of SBNP Asbestos Secured Claim	Vote with Respect to the Plan (check one)
			<input type="checkbox"/> Accept <input type="checkbox"/> Reject
			<input type="checkbox"/> Accept <input type="checkbox"/> Reject

b. **Class 6: Present Asbestos Secured Claims.** Please indicate in the following table the votes of holders of Asbestos Claims who have entered into the Claimants Agreement. Their votes should also be cast with respect to Class 10.

Name of Claimant	Social Security Number	Amount of Present Asbestos Secured Claim	Vote with Respect to the Plan (check one)
			<input type="checkbox"/> Accept <input type="checkbox"/> Reject
			<input type="checkbox"/> Accept <input type="checkbox"/> Reject

c. **Class 10: Asbestos-Related Unsecured Claim.** Please indicate in the following table the votes of holders who:

- have voted with respect to Class 5 and have opted to have their Asbestos Claims determined in accordance with the Compensable Disease Matrix; or
- have voted with respect to Class 6; or
- have an Asbestos Claim (including an Indirect Asbestos Claim) but have **not** entered into an SBNP Settlement Agreement or the Claimants Agreement.

Name of Claimant	Social Security Number	Amount of Asbestos-Related Unsecured Claim	Vote with Respect to the Plan (check one)
			<input type="checkbox"/> Accept <input type="checkbox"/> Reject
			<input type="checkbox"/> Accept <input type="checkbox"/> Reject

**Item 3 Authorization.** By signing this Master Ballot, the undersigned certifies that each claimant holding an Asbestos Claim listed in Item 2 above or in the attached schedule has been provided with a copy of the Disclosure Statement and the Plan, including the exhibits thereto, and acknowledges that the solicitation of votes for the Plan is subject to the terms and conditions set forth in the Plan and Disclosure Statement.

**Item 4 Evidence of Authority to Vote.** The undersigned agrees to provide written evidence of his or her authority to cast this Master Ballot for each claimant listed above to the Debtor or Reorganized Shook & Fletcher promptly upon request, and further agrees to retain all such written evidence for at least one year following the Effective Date of the Plan.

Print Name of Person  
Casting this Ballot: \_\_\_\_\_

Signature: \_\_\_\_\_

Firm: \_\_\_\_\_

Address: \_\_\_\_\_

Telephone Number: (      ) \_\_\_\_\_

Date Completed: \_\_\_\_\_

## **EXHIBIT C**

# SWIDLER BERLIN SHEREFF FRIEDMAN, LLP

THE WASHINGTON HARBOUR  
3000 K STREET, NW, SUITE 300  
WASHINGTON, DC 20007-5116  
TELEPHONE (202) 424-7500  
FACSIMILE  
WWW.SWIDLAW.COM

NEW YORK OFFICE  
THE CHRYSLER BUILDING  
405 LEXINGTON AVENUE  
NEW YORK, NY 10174  
TEL. (212) 973-0111  
FAX (212) 891-9598

June 14, 2002

«FirstName» «LastName», Esq.  
«Company»  
«Address1»  
«Address2»  
«City», «State» «PostalCode»

Re: Shook & Fletcher Insulation Co. ("Shook")

Dear Mr. «LastName»:

We represent Shook in connection with its proceedings under Chapter 11 of the United States Bankruptcy Code. I am writing to all counsel who cast Master Ballots on behalf of individual asbestos claimants with respect to Shook's prepackaged plan of reorganization (the "Prepackaged Plan"). The balloting records reflect that your firm cast such a Master Ballot, a copy of which is enclosed with this letter.

As you know, after the balloting concluded, Shook filed its Chapter 11 proceeding on April 8, 2002, and submitted its Prepackaged Plan for confirmation. Travelers Casualty and Surety Company ("Travelers"), one of Shook's insurers, filed objections to a number of matters in Shook's bankruptcy case, and has indicated that it intends to object to confirmation of the Prepackaged Plan. Travelers initiated extensive discovery against Shook and other parties, and has asked the Bankruptcy Court to require the production of documents relating to a number of matters. One area of Travelers' inquiry is the authority of counsel to cast ballots on behalf of their individual asbestos clients.

Item 4 (on page 2) of the enclosed Master Ballot provides:

**Item 4 Evidence of Authority to Vote.** The undersigned agrees to provide written evidence of his or her authority to cast this Master Ballot for each claimant listed above to the Debtor or Reorganized Shook & Fletcher promptly upon request, and further agrees to retain all such written evidence for at least one year following the Effective Date of the Plan.

«FirstName» «LastName», Esq.

June 14, 2002

Page Two

In order to respond to discovery requests served upon it, Shook requests that you provide the information referred to in item 4 of the Master Ballot; that is, written evidence of counsel's authority to cast a Master Ballot on behalf of the specific individual clients for whom you voted. Please provide copies of such evidence to us, as counsel for Shook, at the following address:

Swidler Berlin Shereff Friedman, LLP  
3000 K Street, N.W., Suite 300  
Washington, D.C. 20007-5116  
Attn: Ms. Debra Fullem

Please provide such evidence as promptly as possible. The Bankruptcy Court has set a hearing on approval of Shook's disclosure statement for July 31, 2002, and a hearing on confirmation of Shook's Prepackaged Plan for the following week. We would like to have all such evidence in hand at least two weeks prior to the Disclosure Statement hearing, and therefore would appreciate your providing such evidence to us *by Wednesday, July 17, 2002*.

The Bankruptcy Court has appointed an Official Asbestos Claimants' Committee (the "Committee"), which has selected Joseph F. Rice of Ness Motley, PA, as its chairman, and has retained David B. Anderson of Walston, Wells, Anderson & Bains, LLP, as its counsel. Questions concerning this request may be directed to my firm or to the Committee's chairman or its counsel. Email inquiries to my firm should be directed to *shook@swidlaw.com*.

I appreciate your cooperation.

Very truly yours,

Richard H. Wyron

Enclosure

cc: Joseph F. Rice, Esquire  
David B. Anderson, Esquire

## **EXHIBIT D**

# SWIDLER BERLIN SHEREFF FRIEDMAN, LLP

THE WASHINGTON HARBOUR  
3000 K STREET, NW, SUITE 300  
WASHINGTON, DC 20007-5116  
TELEPHONE (202) 424-7500

FACSIMILE  
[WWW.SWIDLAW.COM](http://WWW.SWIDLAW.COM)

RICHARD H. WYRON  
DIRECT DIAL: (202) 424-7737  
FAX: (202) 424-7645  
RHWYRON@SWIDLAW.COM

NEW YORK OFFICE  
THE CHRYSLER BUILDING  
405 LEXINGTON AVENUE  
NEW YORK, NY 10174  
TEL. (212) 973-0111  
FAX (212) 891-9598

July 11, 2002

Re: Shook & Fletcher Insulation Co. ("Shook")

Dear :

In my June 14, 2002 letter (copy enclosed), I asked that your firm provide written evidence of authority to cast a Master Ballot with respect to Shook's Plan of Reorganization on behalf of the specific individual clients for whom ballots were cast. A similar request was directed to every other plaintiffs firm which cast a Master Ballot, and a number of firms have already responded. I wanted to reiterate that we need to have your response by the July 17 date mentioned in my prior letter. Please call or email me, or call or email my legal assistant, Sonya Gray, at 202/295-8404 or [shgray@swidlaw.com](mailto:shgray@swidlaw.com), with any questions.

I look forward to receiving the requested information from your firm, and very much appreciate your cooperation.

Very truly yours,

Richard H. Wyron

Enclosure



## **EXHIBIT E**

EXHIBIT E  
FORM OF SUPPLEMENTAL NOTICE

IN THE UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF ALABAMA  
Southern Division

In re:	)	
	)	Case No. 02-02711-BGC-11
	)	Chapter 11
SHOOK & FLETCHER INSULATION CO.	)	
	)	
Debtor.	)	

**SUPPLEMENTAL NOTICE OF THE DEBTOR'S PLAN  
OF REORGANIZATION AND CERTAIN POST-PETITION  
SETTLEMENTS, AND RELATED DEADLINES AND HEARINGS**

BY ORDER OF THE UNITED STATES BANKRUPTCY COURT,  
HONORABLE BENJAMIN COHEN

PLEASE TAKE NOTICE of the following:

On April 8, 2002 (the "Petition Date"), Shook & Fletcher Insulation Co. (the "Debtor") filed its voluntary petition for relief under Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the Northern District of Alabama, Southern Division (the "Bankruptcy Court").<sup>1</sup> Also on the Petition Date, the Debtor filed its Disclosure Statement (the "Disclosure Statement") and its proposed Plan of Reorganization. On August 30, 2002, the Debtor filed its Amended Plan of Reorganization under Chapter 11 of the Bankruptcy Code (as may be further amended, the "Plan").

If you are a creditor of the Debtor, you should consult with an attorney. All documents filed with the Bankruptcy Court are available for inspection at the Office of the Clerk of the Bankruptcy Court, Robert S. Vance Federal Building, 1800 5th Avenue North, Birmingham, Alabama 35203. Selected documents are also available through a link on the Bankruptcy Court's website at <http://www.alnb.uscourts.gov>. You may obtain copies of the Disclosure Statement, the Plan, as amended, and the other documents identified in the Supplemental Notice, on the Bankruptcy Court's website at <http://www.alnb.uscourts.gov>, or by written request by mail, facsimile or email to Debtor's counsel, Swidler Berlin Shereff Friedman LLP, 3000 K Street, N.W., Suite 300, Washington, D.C. 20007-5116, Re: Shook & Fletcher Insulation Co., Facsimile No.: (202) 424-7645, Email: [shook@swidlaw.com](mailto:shook@swidlaw.com).

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<sup>1</sup> All Capitalized Terms not defined in this Supplemental Notice shall have the same meaning as set forth in the Amended Glossary of Terms of the Plan Documents pursuant to the Plan of Reorganization under Chapter 11 of the Bankruptcy Code of Shook & Fletcher Insulation Company, filed with the Bankruptcy Court on August 30, 2002, as may be further amended from time to time.

## **NEGOTIATION OF THE PREPETITION SETTLEMENT AGREEMENTS AND THE PLAN**

As discussed in the Disclosure Statement, in December 2001, the Debtor entered into a series of settlement agreements (collectively, the "Prepetition Settlement Agreements"), including agreements providing for the terms of settlement of pending asbestos claims and of asbestos claims previously settled but not fully paid (the "Claimants Agreement" and the "SBNP Agreement", respectively), as well as claims of the CCR (the "CCR Agreement"). At that time, the Debtor also reached a settlement of its claims for insurance coverage against one of its principal insurers, First State Insurance Company, part of Hartford Financial Service Group, Inc. ("Hartford"). In order to implement these settlements, the Debtor established the Shook Payment Trust (the "Prepetition Trust") and, pursuant to the Security Agreement, granted to the Pre-petition Trustee a security interest in the Asbestos Insurance Collateral, to secure payment of Asbestos-Related Secured Claims. These agreements form the basis for the Plan, as described in the Disclosure Statement and exhibits thereto.

### **PREPETITION VOTING ON THE PLAN**

Beginning on or about February 23, 2002, the Debtor (through its distribution agent) distributed to creditors or their attorneys of record copies of:

- a. The Plan of Reorganization of Shook, dated February 18, 2002, and the exhibits thereto;
- b. The Disclosure Statement dated February 18, 2002, and the exhibits thereto;
- c. The form of ballot for Classes 5, 6 and/or 10 under the Plan;
- d. The form of master ballot for holders of proxies or powers of attorney for one or more asbestos claimants in Classes 5, 6 and/or 10 (the "Master Ballot"); and
- e. A letter from the Futures Representative, dated February 12, 2002.

The Disclosure Statement established the voting deadline to accept or reject the Plan as 5:00 p.m., Eastern Time, on March 25, 2002. In accordance with the provisions of the Disclosure Statement, the Debtor extended the voting deadline to accept or reject the Plan to April 1, 2002. All ballots from creditors and interest holders received by Logan & Company, Inc., the Debtor's voting agent, before the voting deadline, as extended, were tabulated. Other than ballots which were improperly filled out, all validly executed ballots received from creditors and interest holders voted in favor of the Plan.<sup>2</sup> A summary of the results of the tabulation of ballots of impaired classes under the Plan follows:

---

<sup>2</sup> The Debtor's voting agent received one ballot rejecting the plan. Since the individual claimant casting that ballot voted in three separate, and mutually exclusive, classes of claims, the Debtor believes that ballot should not be counted.

<b>CLASS UNDER PLAN</b>	<b>CREDITORS ACCEPTING PLAN</b>	<b>CREDITORS REJECTING PLAN</b>	<b>CREDITORS ACCEPTING AMOUNT <sup>3</sup></b>	<b>CREDITORS REJECTING AMOUNT <sup>3</sup></b>
CLASS 5 – SBNP ASBESTOS SECURED CLAIMS	11,333	1	\$1,701,950	0
CLASS 6- PRESENT ASBESTOS SECURED CLAIMS	39,506	1	\$36,214,100	0
CLASS 7 – CCR SECURED CLAIMS	1	0	\$0	0
CLASS 8 – SETTLEMENT PROFESSIONALS SECURED CLAIMS	3	0	\$0	0
CLASS 10 – ASBESTOS RELATED UNSECURED CLAIMS	44,383	1	\$31,822,675	0
CLASS 11 – EQUITY INTERESTS	2	0	\$0	0

### **AMENDMENTS TO THE PLAN THAT DO NOT ADVERSELY CHANGE THE TREATMENT OF ANY CLAIM OR INTEREST**

In September 2002, the Debtor proposed certain amendments to the Plan that the Bankruptcy Court has determined do not adversely change the treatment of the claim of any creditor or the interest of any equity security holder. You may obtain a copy of the Plan and all amendments on the Bankruptcy Court's website or by written request to Debtor's counsel.

### **POST-PETITION SETTLEMENTS**

Subject to Bankruptcy Court approval, the Debtor has entered into settlement agreements resolving insurance coverage disputes with Travelers Casualty & Surety Company ("Travelers") and Certain Underwriters at Lloyd's, London ("London"), and resolving certain fee disputes with the law firms of Dickstein Shapiro Morin & Oshinsky LLP, and Bradley Arant Rose & White LLP (collectively, the "Post-Petition Settlements"). The Debtor has filed motions seeking approval from the Bankruptcy Court for each of the Post-Petition Settlements. The Debtor may conclude additional settlements with other insurers and with other parties, and if so, will file similar motions for approval of those additional settlement agreements.

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<sup>3</sup> The amounts accepting and rejecting were based upon the amounts set forth in each returned ballot.

## **INJUNCTION PROHIBITING AND ENJOINING ANY ACTION AGAINST THE DEBTOR**

Except as specifically provided in the Plan to the contrary, upon entry of an order confirming the Plan, the Plan will operate as an injunction prohibiting and enjoining the commencement or continuation of any action, the employment of process or any act to collect, recover from, or offset (a) any claim or demand against any Equity Interest in the Debtor, the Reorganized Debtor or the Trusts by any Entity, and (b) any cause of action, whether known or unknown, against the Released Parties, as defined under the Plan, based on the same subject matter as any claim, demand or Equity Interest described in subpart (a) of Section 6.7(e) of the Plan. The injunctions established under the Plan are discussed in greater detail in Section 6.7 of the Disclosure Statement and are authorized under §§ 105 and 524(g) of the Bankruptcy Code

### **SETTLING ASBESTOS INSURANCE COMPANY INJUNCTION**

The Plan provides, among other injunctions, for the Settling Asbestos Insurance Company Injunction, as follows:

[A]ll Entities which have held or asserted, which hold or assert, or which may in the future hold or assert any claim, "Claim" as defined in relation to "Released Claims", demand (including any Demand), or cause of action (including, but not limited to, any Asbestos Claim, Released Claim or any Claim or demand for or respecting any Trust Expense), against a Settling Asbestos Insurance Company based upon, relating to, arising out of, or in any way connected with the any Asbestos Claim, Released Claim, Asbestos In-Place Insurance Coverage, or Asbestos Insurance Policy, whenever and wherever arisen or asserted (including, but not limited to, all claims in the nature of or sounding in tort, contract, warranty, bad faith, competition law, unfair or deceptive practices law, conspiracy, statute or any other body, theory or principal of law, equity, or admiralty whatsoever) shall be permanently stayed, restrained, and enjoined from taking any action for the purpose of directly or indirectly collecting, recovering, or receiving payments, satisfaction, or recovery with respect to any such claim, demand, or cause of action.

A Settling Asbestos Insurance Company means any insurance company that enters into an Asbestos Insurance Settlement Agreement and that is listed on a schedule filed by the Debtor with the Bankruptcy Court prior to entry of a Confirmation Order. As of the date of this Supplemental Notice, and subject to the approval of the Post-Petition Settlements and confirmation of the Plan, each of Hartford, Travelers and London has entered into an Asbestos Insurance Settlement Agreement with the Debtor and, following confirmation of the Plan, each is to be afforded the protections and benefits of the Settling Asbestos Insurance Company Injunction and other injunctions, as provided for in the Plan.

Prior to the entry of a Confirmation Order, one or more additional insurers may enter into an Asbestos Insurance Settlement Agreement or other settlement with the Debtor. If such

agreements are entered into and approved by the Bankruptcy Court, the Debtor may designate such insurers as Settling Asbestos Insurance Companies, in which case, following confirmation of the Plan, such a designated insurer will also be entitled to the protections and benefits of the Settling Asbestos Insurance Company Injunction and other injunctions, as provided for in the Plan.

### **DEADLINE FOR FILING ANY OBJECTION TO THE POST-PETITION SETTLEMENTS**

The Bankruptcy Court has established **October 10, 2002, at 4:00 p.m., Central Time** as the last date and time for filing and serving any objection to the any of Post-Petition Settlements. Objections not filed and served by this deadline in the manner set forth below may not be considered by the Bankruptcy Court.

### **HEARING TO APPROVE POST-PETITION SETTLEMENT AGREEMENTS**

The Bankruptcy Court has set a hearing to consider approval of the Post-Petition Settlements to commence on **October 17, 2002, at 9:00 a.m., Central Time**, at the United States Bankruptcy Court for the Northern District of Alabama, Courtroom No. 4, Robert S. Vance Federal Building, 1800 5th Avenue North, Birmingham, Alabama 35203. This hearing may be adjourned from time to time as announced in open court or by order of the Bankruptcy Court, without further notice. If the Debtor concludes settlements with other insurers or other parties, the Court may consider approval of additional settlements at the same time or at other times.

### **EXTENDED DEADLINE TO VOTE ON THE PLAN OR CHANGE YOUR VOTE WITH RESPECT TO THE PLAN OF REORGANIZATION**

If you or someone on your behalf voted in favor of the Plan and you do not wish to change your vote, you do not need to take any action, and your vote will stand.

If your attorney voted in favor of the Plan on your behalf and you did not authorize him or her to receive copies of the Disclosure Statement and the Plan and/or to vote on the Plan for you, you may change your vote by casting a new ballot. If you did not receive notice of the original deadline to vote on the Plan, the Court has extended the Voting Deadline (as described below) to permit you now to vote. In either case, you may obtain a ballot by written request by mail, facsimile or email to Debtor's counsel, Swidler Berlin Shereff Friedman LLP, 3000 K Street, N.W., Suite 300, Washington, D.C. 20007-5116, Re: Shook & Fletcher Insulation Co., Facsimile No.: (202) 424-7645, Email: [shook@swidlaw.com](mailto:shook@swidlaw.com).

The Bankruptcy Court has established October 15, 2002, at 4:00 p.m., Central Time (the "Voting Deadline"), as the last date and time for casting a ballot to vote to accept or reject the Plan under the circumstances set forth above. In order to be counted, ballots must be received by Logan & Company, Inc. (the "Voting Agent") at 546 Valley Road, Upper Montclair, New Jersey 07043, Re: Shook & Fletcher Insulation Co., on or before the Voting Deadline.

## **DEADLINE FOR FILING ANY OBJECTION TO CONFIRMATION OF THE PLAN**

The Bankruptcy Court originally established July 19, 2002 as the deadline for filing and serving any objection to confirmation of the Plan. If you did not receive notice of the July 19, 2002 deadline to object to confirmation of the Plan, the Bankruptcy Court has extended the deadline to **October 15, 2002, at 4:00 p.m., Central Time**, for filing and serving any objection to confirmation of the Plan. Objections not filed and served by this deadline in the manner set forth below may not be considered by the Bankruptcy Court.

## **HEARING TO CONSIDER CONFIRMATION OF THE PLAN**

The Bankruptcy Court has set a hearing to consider confirmation of the Plan to commence on **October 29, 2002, at 11:30 a.m., Central Time**, at the United States Bankruptcy Court for the Northern District of Alabama, Courtroom No. 4, Robert S. Vance Federal Building, 1800 5th Avenue North, Birmingham, Alabama 35203.

## **PROCEDURES FOR FILING ANY OBJECTION TO THE POST-PETITION SETTLEMENTS OR CONFIRMATION OF THE PLAN**

Objections, if any, to any motion seeking approval of any of the Post-Petition Settlements and objections, if any, to confirmation of the Plan must be in writing and must be both (a) filed, so as to be actually received by the applicable deadline, with the Clerk of the United States Bankruptcy Court for the Northern District of Alabama, Robert S. Vance Federal Building, 1800 5th Avenue North, Birmingham, Alabama 35203, and (b) served, so as to be actually received by the applicable deadline, upon the parties on the Service List established by the Bankruptcy Court. The names and addresses of the parties on the Service List are available for inspection at the Office of the Clerk of the Bankruptcy Court, on the Bankruptcy Court's website at <http://www.alnb.uscourts.gov>, or by written request by mail, facsimile or email to Debtor's counsel. All objections must state with particularity the grounds for such objection. Objections not timely filed and served in accordance with the provisions of this Supplemental Notice may be overruled by the Bankruptcy Court without further notice and without a hearing.

## **WHERE TO GET ADDITIONAL INFORMATION**

Questions and requests for copies of documents may be addressed to the Debtor's counsel by mail, facsimile or email, addressed to: Swidler Berlin Shereff Friedman LLP, 3000 K Street, N.W., Suite 300, Washington, D.C., 20007-5116, Re: Shook & Fletcher Insulation Co., Facsimile No.: (202) 424-7645, Email: [shook@swidlaw.com](mailto:shook@swidlaw.com).

## **EXHIBIT F**



EXHIBIT F  
FORM OF PUBLICATION NOTICE

IN THE UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF ALABAMA  
Southern Division

_____	)	
In re:	)	Case No. 02-02711-BGC-11
	)	Chapter 11
SHOOK & FLETCHER INSULATION CO.	)	
	)	
Debtor.	)	
_____	)	

**NOTICE OF DEBTOR'S PLAN OF REORGANIZATION AND CERTAIN POST-  
PETITION SETTLEMENTS AND RELATED DEADLINES AND HEARINGS**

BY ORDER OF THE UNITED STATES BANKRUPTCY COURT,  
HONORABLE BENJAMIN COHEN

PLEASE TAKE NOTICE of the following:

On April 8, 2002 (the "Petition Date"), Shook & Fletcher Insulation Co. (the "Debtor") filed its voluntary petition for relief under Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the Northern District of Alabama, Southern Division (the "Bankruptcy Court"). In conjunction with this filing, the Debtor filed its Disclosure Statement (the "Disclosure Statement") and its proposed Plan of Reorganization. On August 30, 2002, the Debtor filed its Amended Plan of Reorganization under Chapter 11 of the Bankruptcy Code (as may be further amended, the "Plan").

On September 10, 2002, the Bankruptcy Court approved and authorized the mailing of a Supplemental Notice of Debtor's Plan of Reorganization and Certain Pre-Petition Settlements and Related Deadlines and Hearings (the "Supplemental Notice") and publication of this Notice. In addition to the information set forth in this Notice, the Supplemental Notice contains a summary of the voting procedures and the results of the prepetition votes accepting the Plan; a summary of the injunctions to be issued under the Plan and the parties to be protected by such injunctions; procedures to cast a vote, if a creditor did not vote; and procedures to change a vote previously cast by a creditor or on its behalf, if the creditor now elects to change its vote.

If you are a creditor of the Debtor, you should consult with an attorney. All documents filed with the Bankruptcy Court are available for inspection at the Office of the Clerk of the Bankruptcy Court, Robert S. Vance Federal Building, 1800 5th Avenue North, Birmingham, Alabama 35203. Selected documents are also available through a link on the Bankruptcy Court's website at <http://www.alnb.uscourts.gov>.

If you have a claim against Shook and would like a copy of the Disclosure Statement, the Plan and/or the Supplemental Notice, or any of the other pleadings referred to in this Notice, copies are available on the Bankruptcy Court's website at <http://www.alnb.uscourts.gov>, or by written request by mail, facsimile or email to counsel for the Debtors at the address at the end of this Notice.

### **POST-PETITION SETTLEMENTS**

Subject to Bankruptcy Court approval, the Debtor has entered into settlement agreements resolving insurance coverage disputes with Travelers Casualty & Surety Company and Certain Underwriters at Lloyd's, London, and resolving certain fee disputes with the law firms of Dickstein Shapiro Morin & Oshinsky LLP and Bradley Arant Rose & White LLP (collectively the "Post-Petition Settlements"). Currently pending before the Bankruptcy Court, pursuant to Fed. R. Bankr. P. 9019, is a separate motion seeking approval from the Bankruptcy Court of each of the Post-Petition Settlements.

### **DEADLINE FOR FILING ANY OBJECTION TO ANY OF THE POST-PETITION SETTLEMENTS**

The Bankruptcy Court has established **October 10, 2002, at 4:00 p.m., Central Time** as the last date and time for filing and serving any objection to any of the Post-Petition Settlements. Objections not filed and served by this deadline in the manner described below may not be considered by the Bankruptcy Court.

### **HEARING TO APPROVE POST-PETITION SETTLEMENTS**

The Bankruptcy Court has set a hearing to consider approval of the Post-Petition Settlements to commence on **October 17, 2002, at 9:00 a.m., Central Time**, at the United States Bankruptcy Court for the Northern District of Alabama, Courtroom No. 4, Robert S. Vance Federal Building, 1800 5th Avenue North, Birmingham, Alabama 35203. This hearing may be adjourned from time to time as announced in open court or by order of the Bankruptcy Court, without further notice.

### **DEADLINE FOR FILING ANY OBJECTION TO CONFIRMATION OF THE PLAN**

The Bankruptcy Court originally established July 19, 2002 as the last date for filing and serving any objection to confirmation of the Plan. For parties who did not receive notice of the July 19, 2002 deadline to object to confirmation of the Plan, the Bankruptcy Court has extended the deadline for filing and serving any objection to confirmation of the Plan to **October 15, 2002, at 4:00 p.m., Central Time**. Objections not filed and served by this deadline in the manner set forth below may not be considered by the Bankruptcy Court.

### **EXTENDED DEADLINE TO VOTE ON THE PLAN OR CHANGE YOUR VOTE WITH RESPECT TO THE PLAN OF REORGANIZATION**

If you or someone on your behalf voted in favor of the Plan and you do not wish to change your vote, you do not need to take any action, and your vote will stand.

If your attorney voted in favor of the Plan on your behalf and you did not authorize him or her to receive copies of the Disclosure Statement and the Plan and/or to vote on the Plan for you, you may change your vote by casting a new ballot. If you did not receive notice of the original deadline to vote on the Plan, the Court has extended the Voting Deadline (as described below) to permit you now to vote. In either case, you may obtain a ballot by written request by mail, facsimile or email to Debtor's counsel, Swidler Berlin Shereff Friedman LLP, 3000 K Street, N.W., Suite 300, Washington, D.C. 20007-5116, Re: Shook & Fletcher Insulation Co., Facsimile No.: (202) 424-7645, Email: [shook@swidlaw.com](mailto:shook@swidlaw.com).

The Bankruptcy Court has established **October 15, 2002, at 4:00 p.m., Central Time** (the "Voting Deadline"), as the last date and time for casting a ballot to vote to accept or reject the Plan under the circumstances set forth above. In order to be counted, ballots must be received by Logan & Company, Inc. (the "Voting Agent") at 546 Valley Road, Upper Montclair, New Jersey 07043, Re: Shook & Fletcher Insulation Co., on or before the Voting Deadline.

### **HEARING TO CONSIDER CONFIRMATION OF THE PLAN**

The Bankruptcy Court has set a hearing to consider confirmation of the Plan to commence on **October 29, 2002, at 11:30 a.m., Central Time**, at the United States Bankruptcy Court for the Northern District of Alabama, Courtroom No. 4, Robert S. Vance Federal Building, 1800 5th Avenue North, Birmingham, Alabama 35203. This hearing may be adjourned from time to time as announced in open court or by order of the Bankruptcy Court, without further notice.

### **PROCEDURES FOR FILING OBJECTIONS**

In order to be considered by the Bankruptcy Court, objections, if any, to the motions to approve Settlements and/or the Plan must be in writing and must be both (a) filed so as to be actually received by the applicable deadline, with the Clerk of the United States Bankruptcy Court for the Northern District of Alabama, Robert S. Vance Federal Building, 1800 5th Avenue North, Birmingham, Alabama 35203, and (b) served upon the parties on the Service List established by the Bankruptcy Court. The names and addresses of the parties on the Service List are available for inspection at the Office of the Clerk of the Bankruptcy Court, at the address set out above, or the Bankruptcy Court's website at <http://www.alnb.uscourts.gov>, or by written request by mail, facsimile or email to counsel for the Debtor at the address at the end of this Notice. All objections must state with particularity the grounds for such objection. Objections not timely filed and served in accordance with the provisions of this Notice may be overruled by the Bankruptcy Court, without further notice and without a hearing.

### **ADDITIONAL INFORMATION**

Questions and requests for documents may be addressed to counsel for the Debtor by mail, facsimile or email to: Swidler Berlin Shereff Friedman LLP, 3000 K Street, N.W., Suite 300, Washington, D.C., 20007-5116, Re: Shook & Fletcher Insulation Co., Facsimile No.: (202) 424-7645, Email: [shook@swidlaw.com](mailto:shook@swidlaw.com).